

RECORDATION NO. 21938 FILED

JAN 5 '99

2-05 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
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20006-2973

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OF COUNSEL
URBAN A. LESTER

Copy.
January 5, 1999

Counterparts
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of a Memorandum of Railroad Equipment Master Lease Schedule No. 001, dated December 16, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: DJJ Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

Lessee: Indiana Harbor Belt Railroad Company
2721 - 161st Street
Hammond, IN 46323

A description of the railroad equipment covered by the enclosed document is:

twenty (20) railcars bearing IHB reporting marks and road numbers 98200 through 98219.

RECEIVED
SURFACE TRANSPORTATION
BOARD
JAN 5 2 05 PM '99
COMMISSION
SERVICE SECTION

Mr. Vernon A. Williams
January 5, 1999
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

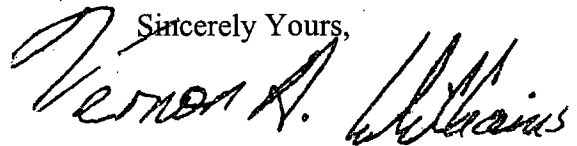
Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 1/5/99 at 2:05 PM, and

assigned recordation numbers (s): 21938, 14240-B, 14240-C, 20270-W, 20646-W,
20646-X and 21715-B.

Sincerely Yours,



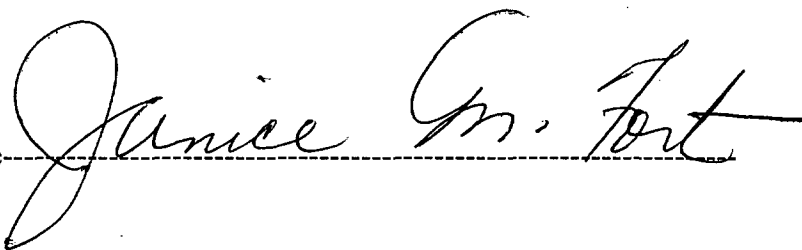
Vernon A. Williams

Enclosure(s) (7)

182.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



JAN 5 '99

2-05 PM

**MEMORANDUM OF
RAILROAD EQUIPMENT MASTER LEASE AGREEMENT
SCHEDULE NO. 001**

This **MEMORANDUM OF RAILROAD EQUIPMENT MASTER LEASE AGREEMENT** ("Memorandum of Lease") entered into this 16th day of December, 1998, is intended to evidence Schedule No. 001 dated December 16, 1998, to the Railroad Equipment Master Lease Agreement dated as of December 16, 1998 (the "Lease"), between **DJJ LEASING LTD.**, an Ohio limited liability company (the "Lessor"), and **INDIANA HARBOR BELT RAILROAD COMPANY**, an Indiana corporation (the "Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301. Lessor has the right to lease the twenty (20) railcars described in Exhibit A attached hereto (the "Units"). Lessee is leasing from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease on the date indicated below its signature.

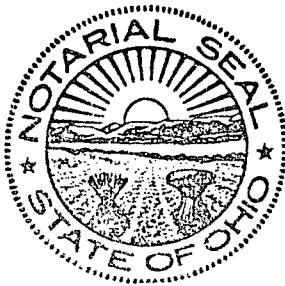
LESSOR:**DJJ LEASING LTD.**By: Paul E. LoebigName: Paul E. LoebigTitle: Vice PresidentDate: December 16, 1998**LESSEE:****INDIANA HARBOR BELT RAILROAD COMPANY**By: C. H. AllenName: C. H. ALLENTitle: GEN. MANAGERDate: 12-18-98

STATE OF OHIO)
)
COUNTY OF HAMILTON)

SS:

The foregoing instrument was acknowledged before me this 16th day of December, 1998, by Paul E. Loebig, the Vice President of DJJ Leasing Ltd., an Ohio limited liability company.

Julie M. Woodard
Notary Public



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF _____)
)
COUNTY OF _____)

SS:

The foregoing instrument was acknowledged before me this 18th day of December, 1998, by C.H. Allen, the General Manager of Indiana Harbor Belt Railroad Company, an Indiana corporation, on behalf of the corporation.

Paulette J. Peterson
Notary Public

PAULETTE J. PETERSON
Notary Public, State of Indiana
County of Lake
My Commission Expires Apr. 3, 2008

EXHIBIT A

To the Memorandum of Lease, Schedule No. 001, dated December 16, 1998, between DJJ Leasing Ltd. and Indiana Harbor Belt Railroad Company.

DESCRIPTION OF UNITS

Twenty (20) railcars bearing reporting marks as follows:

IHB 98200 - 98219, INCLUSIVE